

# GOVERNANCE AND NOMINATIONS COMMITTEE

## TERMS OF REFERENCE

### 1. Constitution

The Governing Body has established a Committee of the Governing Body known as the Governance and Nominations Committee.

### 2. Membership

The Committee comprises the Chair of the Board, Vice-Chair, Vice-Chancellor, two other Independent Governors and the nominated member from the Academic Board.

### 3. Frequency of meetings

The Governance and Nominations Committee will meet at least once a year to cover those matters identified below. It may meet additionally as required<sup>1</sup>.

### 4. Quorum

The quorum for the committee will be three members with independent governors in the majority.

### 5. Purpose

To advise the Board on matters relating to governance arrangements and procedures and on the appointment, induction and development of Governors, including the Chair and Deputy Chair of the Board. To advise the Board on matters relating to the appointment of the Vice-Chancellor and other senior postholders<sup>2</sup>.

### 6. Responsibilities

6.1 Specifically this includes responsibility for advising or making recommendations to the Board on matters concerning –

- .01 The filling of independent governor vacancies on the Board;
- .02 Re-election of existing independent members;
- .03 The appointment of the Deputy Chair and Committee Chairs;
- .04 Reviewing the governance structure, including terms of office, membership numbers and categories, and making proposals to the Board;
- .05 Arrangements for the appointment of staff and student governors;

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<sup>1</sup> In 2020/21, the Committee met on 3 occasions.

<sup>2</sup> For the purposes of this Committee senior postholders comprise the Vice-Chancellor, the Deputy Vice-Chancellor and the Clerk to the Board.

- .06 The development and review of Board processes and procedures in line with good governance practice including Standing Orders;
  - .07 The removal of governors from office in specified circumstances as outlined in agreed procedures;
  - .08 Making proposals for Effectiveness and other governance reviews;
  - .09 Considering arrangements for the appointment of the Chair of the Board as outlined in agreed procedures;
  - .10 The designation of senior postholders and the regular review of appointment, suspension and dismissal procedures relating to the Vice-Chancellor and other Governor appointees including the Clerk to the Board;
  - .11 Regular review of the contract of employment of the Clerk to the Board;
  - .12 Other business as may be remitted to it from time to time by the Board.
- 6.2 The Committee operates with delegated authority from the Board in relation to:
- .01 Management of the recruitment process for independent governors having regard to the need to promote equality and diversity within the membership;
  - .02 The allocation of members to committees and other groups;
  - .03 Managing the governor induction and annual review process;
  - .04 Managing the arrangements for Effectiveness and other governance reviews;
  - .05 Managing the arrangements for the annual Declaration of Interests process.

## **7. Reporting Procedures**

The minutes of meetings of the Committee will be made available to all members of the Board except in relation to business which is reserved to Independent members which will have a restricted circulation.

## **8. Clerking Arrangements**

The Clerk to the Governance and Nominations Committee will be the Clerk to the Board.